

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No.: 01-01139(JKF)

[Jointly Administered]

**AFFIDAVIT OF DISINTERESTEDNESS OF SETH C. SILBER  
IN SUPPORT OF WILSON SONSINI GOODRICH & ROSATI  
RETENTION AS AN ORDINARY COURSE PROFESSIONAL**

City of Washington

District of Columbia

)  
) ss.  
)

I, Seth C. Silber, being duly sworn, state the following under penalty of perjury.

1. I am a member in the law firm of Wilson Sonsini Goodrich & Rosati PC ("**WSGR**") and am resident in Law Firm's Washington, D.C. office located at 1700 K Street, N.W., Washington, D.C. I am a member in good standing of the Bar of the District of Columbia, and am admitted to practice in the United States District for the District of Columbia. There are no disciplinary proceedings pending against me.

2. I am in all respects competent to make this Affidavit in support of the application (the "**Application**")<sup>1</sup> to retain WSGR as counsel for W.R. Grace & Co., and certain of its affiliates, as debtors and debtors-in-possession (collectively, the "**Debtors**"), pursuant to sections 327(e), 328(a) and 1107 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the

<sup>1</sup>

Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

**“Bankruptcy Code”**), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the **“Bankruptcy Rules”**) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the **“Local Rules”**). Except as otherwise indicated, all facts set forth in this affidavit are based upon my personal knowledge, information supplied to me by other WSGR professionals or paraprofessionals, or learned from my review of relevant documents.

3. In connection with these Chapter 11 Cases, the Debtors have requested court authorization to retain WSGR as counsel for the Debtors. The Debtors currently seek to retain WSGR, subject to orders of this Court, to render legal services to the Debtors relating to general corporate matters, including, without limitation, antitrust counseling.

4. WSGR may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are parties-in-interest in the Debtors’ Chapter 11 Cases. WSGR has searched its electronic database for its connections to the entities listed on Appendix 1 hereto (collectively, the **“Potential Parties in Interest”**). The information listed on Appendix 1 may have changed without our knowledge and may change during the pendency of the Chapter 11 Cases.

5. WSGR entered the names of the Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning such clients of WSGR. This inquiry revealed that certain of the Potential Parties in Interest are current, or were former, WSGR clients. Attached as Appendix 2 to this Affidavit is a list of Potential Parties in Interest that are current or former clients of WSGR. Through the information generated from this computer inquiry, and through follow-up inquiries with WSGR attorneys as necessary, it was determined that WSGR does not perform services for any of the Potential Parties in Interest

in connection with these Chapter 11 Cases, or have any relationship with any such person that would be adverse to the Debtors or their estates.

6. Notwithstanding the foregoing, the fact that WSGR has represented and may currently represent the Specific Creditors in connection with matters unrelated to the matters on which WSGR is to be employed does not affect WSGR's disinterestedness in the Chapter 11 Cases.

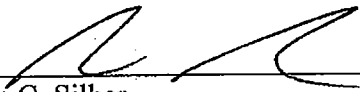
7. Neither I nor any principal of or professional employed by WSGR has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of WSGR.

8. Neither I nor any principal of or professional employed by WSGR, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.


9. The Debtors owe no money to WSGR.

10. WSGR is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if WSGR should discover any facts bearing on the matters described herein, WSGR will supplement the information contained in this Affidavit.

I declare under penalty of perjury that the foregoing is true and correct.

  
Seth C. Silber  
1700 K Street, N.W.  
Washington, DC 20006

*DISTRICT OF COLUMBIA: to-wit*  
*CITY OF WASHINGTON*  
Subscribed and sworn to before me on  
this 9th day of March, 2012

  
Notary Public  
My Commission Expires: *May 14, 2013*



**Appendix 1**

**WR GRACE**  
**INTERESTED PARTIES**

A. Debtors

The Debtors consist of the following 62 entities:

W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.),  
W. R. Grace & Co.-Conn.,  
A-1 Bit & Tool Co., Inc., Alewife Boston Ltd.,  
Alewife Land Corporation, Amicon, Inc.,  
CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.),  
CCHP, Inc., Coalgrace, Inc.,  
Coalgrace II, Inc.,  
Creative Food 'N Fun Company,  
Darex Puerto Rico, Inc.,  
Del Taco Restaurants, Inc.,  
Dewey and Almy, LLC (f/k/a Dewey and Almy Company),  
Ecarg, Inc.,  
Five Alewife Boston Ltd.,  
G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.),  
G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.),  
GEC Management Corporation,  
GN Holdings, Inc.,  
GPC Thomasville Corp.,  
Gloucester New Communities Company, Inc.,  
Grace A-B Inc.,  
Grace A-B II Inc.,  
Grace Chemical Company of Cuba,  
Grace Culinary Systems, Inc.,  
Grace Drilling Company,  
Grace Energy Corporation,  
Grace Environmental, Inc.,  
Grace Europe, Inc.,  
Grace H-G Inc.,  
Grace H-G II Inc.,  
Grace Hotel Services Corporation,  
Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.),  
Grace Offshore Company,  
Grace PAR Corporation,  
Grace Petroleum Libya Incorporated,  
Grace Tarpon Investors, Inc.,  
Grace Ventures Corp.,  
Grace Washington, Inc.,

W. R. Grace Capital Corporation,  
W. R. Grace Land Corporation,  
Gracoal, Inc.,  
Gracoal II, Inc.,  
Guanica-Caribe Land Development Corporation,  
Hanover Square Corporation,  
Homco International, Inc.,  
Kootenai Development Company,  
L B Realty, Inc.,  
Litigation Management, Inc. (f/k/a GHSC Holding, Inc.),  
Grace JVH, Inc.,  
Asbestos Management, Inc.),  
Monolith Enterprises, Incorporated,  
Monroe Street, Inc.,  
MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation),  
MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.),  
MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.),  
Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.),  
E&C Liquidating Corp., Emerson & Cuming, Inc.),  
Southern Oil, Resin & Fiberglass, Inc.,  
Water Street Corporation,  
Axial Basin Ranch Company,  
CC Partners (f/k/a Cross Country Staffing),  
Hayden-Gulch West Coal Company,  
H-G Coal Company.

B. Debtors' Attorneys (general counsel and special bankruptcy counsel)

Kirkland & Ellis  
Pachulski, Stang, Ziehl, Young, & Jones

C. Debtors' Other Professionals (e.g. investment banker, financial advisor, real estate consultant, etc.) retained in connection with the Chapter 11 proceeding

Blackstone Group, L.P.  
R. R. Donnelley & Sons Company  
Kekst and Company Incorporated  
Wachtell, Lipton, Rosen & Katz  
Legal Analysis Systems, Inc.  
Pitney, Hardin, Kipp & Szuch LLP  
Wallace King Marraro & Branson PLLC  
Nelson Mullins Riley & Scarborough, LLP  
Holmes Roberts & Owen LLP  
Reed Smith LLP  
Kinsella Communications  
Casner & Edwards, LLP  
Rust Consulting, Inc.

Steptoe & Johnson  
PriceWaterhouseCoopers LLP  
W.D. Hilton, Jr.  
Carella, Byrne, Bain, Gilfillan, Cecchi, Steward & Olstein  
Peter J. Solomon Co.  
Bankruptcy Management Corporation

D. Special Masters

Special Master William A. Dreier

E. Debtors' Affiliates (any person or entity directly or indirectly controlling or controlled by or under direct or indirect common control with the Debtor) (note that these are the non-filing affiliates.

Grace Asia Pacific, Inc.  
Grace Collections, Inc.  
Grace Management Services, Inc.  
Grace Foundation, Inc.  
The Separations Group  
Grace Receivables Purchasing, Inc.  
Ichiban Chemical Co., Inc.  
Advanced Refining Technologies Management, Inc.  
Advanced Refining Technologies LLC  
Grace Germany Holdings, Inc.  
Carbon-Dioxide Slurry Systems, L.P.  
Advanced Refining Technologies LP  
Construction Products Dubai, Inc.  
Grace Chemicals, Inc.  
Paramont Coal Co.  
Grace Offshore Turnkey

F. Debtors' Affiliates Attorneys

None

G. Debtors' Affiliates Other Professionals (e.g. investment banker, financial advisor, real estate consultant, etc.) retained in connection with the Chapter 11 proceeding

None

H. Debtors' Officers, including a crisis manager holding an officer title

O. Mario Favorito  
Paul Bettacchi  
Paul J. Norris  
Paul McMahon



R. H. Locke  
Robert A. Maggio  
Robert F. Jenkins  
Robert J. Bettacchi  
Robert J. Medler  
Robert M. Tarola  
Robert P. Turner  
Ronald C. Cambre  
Ruth E. Rowan  
Susan E. Farnsworth  
Susan Eccher  
Thomas A. Vanderslice  
W. Brian McGowan  
William L. Baker  
William L. Monroe  
William M. Corcoran

I. Debtors' Officers Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors knowledge, none have been retained.

J. Debtors' Officers' Other Business Affiliations (e.g. service as an officer or director of another entity)

Information not available

K. Debtors' Directors

Akos L. Nagy  
Alicia Burke  
Anthony G. Riddlesperger  
D. F. Garvey  
David B. Siegel  
David M. Cleary  
David Nakashige  
Dudley L. Bobolts  
Elyse Napoli-Filon  
Fabio Tegiacchi  
Gregory E. Poling  
Henry C. Lyons  
J. Elder  
John F. Akers  
John J. Murphy  
Kang Hui Shen  
Mark A. Shelnitz  
Martin Hunter  
Marye Anne Fox

Michael A. Miller  
Michael N. Piergrossi

- L. Debtors' Directors' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

- M. Debtors' Directors Other Business Affiliations (e.g. service as an officer or director of another entity)

Information not available

- N. Debtors' Major Shareholders

CEDE & CO  
W R GRACE & CO BOOK ENTRY MEMO A/C  
LORIOT & CO  
JEANETTE L VACHON TR UA  
PAUL J NORRIS  
CHARLES H ERHART JR  
BOB ROBERT SUNNESS  
WACHOVIA BANK OF NORTH CAROLINA  
M EVELYN BOWMAN  
PHYLLIS SCHRIGER  
JOHN W AUSTIN JR & PATSY W AUSTIN TR UA  
QUENTIN ALEXANDER  
PATRICIA STANLEY  
ELLEN R SAXL  
ANGUS W MERCER  
RONALD C CAMBRE  
JOYCE M MERCER  
WAYNE T SMITH  
ROSE M JOHNSTON  
JOHN A SANTILLO & ROSE SANTILLO  
EDNA M LOOS  
JOANNA M FOLEY & JOSEPH P FOLEY  
JOSEPH A RIGHTMYER  
SIMON ATLAS  
ALANNA FORSHAY FENSKE  
FRED P BRANDT & CATHERINE A. BRANDT  
GEORGE R PERRIN  
R RONALD KLEIMAN  
JOANNA M FOLEY & JOSEPH P FOLEY  
MERLE REPPERT  
DAVID B SIEGEL  
WILLIAM M CORCORAN  
ANN G FITZGERALD  
W BRIAN MC GOWAN

HARRY S RINKER TR  
RAYMOND E SMILEY  
JANET L FARR & EDWARD S. FARR  
HOLMES OIL COMPANY  
LACK & LINDSAY  
WILLIAM A MAUDE  
WILLIAM L MONROE  
GERALD W HALMO  
DAISY SALZO CASILLA  
FRED P BRANDT  
DOROTHY G KLEIMAN  
JAMES G SCHAEFER  
EDMUND F GUARALDI REVOCABLE TRUST  
JOHN O FLENDER  
MAGDALEN SLEEMAN  
ROBERT BENDHEIM  
RUDOLF B PEEST  
ROBERT E ANDERSON & MARY F ANDERSON  
SYLVIA M ERHART  
PHYLLIS SCHRIGER & WILLIAM D ROGER  
EILEEN MARGARET GRIMSDITCH  
RICHARD J SCHOOF  
NOEL A LEE  
BETTY D GREEN  
DOROTHY F SELLERS  
LAWRENCE M PUCCI  
HILDA SALZ O  
BONNIE NAGAI  
CMSS AS EXCHANGE AGENT FOR UNEXCHANGED HOLDERS OF  
CHOMERICS, INC  
GEORGE T FUKUI & KATHERINE K FUKUI  
LILLIAN BERMAN  
LEONARD L BROWN  
JOHNNY P FOREHAND JR  
KATHRYN C MATTINGLY  
GREGORY E POLING  
DOUGLAS V REYNOLDS  
OLAF B SCHUBBE  
THE SMILEY BBN FAMILY PARTNERSHIP  
DAVID LAWRENCE  
THOMAS ARLEN EVANS & DOTZIE KAY EVANS  
FREDA E STRAHL  
MARIA O DE SALZ  
HAROLD A ECKMANN  
THE ABRAHAM FAMILY TRUST  
BARBARA CATES BAYNARD

WILLIE H BLANTON  
CELWYN COMPANY INC  
RAE C HEIPLE  
BURREL LEONARD  
MARY C KODIS TR  
JOAN MCKAY YOUNG  
MALECH 1989 FAMILY TRUST  
MARGARET M SOKOL  
HAIG TORIGIAN  
QUENTIN L THELEN  
ROBERT L COX JR  
LOUISE LOFFREDO  
ELYSE B NAPOLI  
RICHARD J NOZEMACK  
STEVEN S PALOUMBIS  
MARK A SHELNITZ  
GERT H TESKA  
ROBERT H & JOAN P BEBER  
LAUREY MERCER RIGSBEE  
GEORGE MONTGOMERY  
P S DE BEAUMONT

- O. Debtors' Major Shareholders' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

- P. All Secured Lenders, including DIP lenders
- The Chase Manhattan Bank (agent)
  - The Depository Trust Company
  - Bank of America, N.A.
  - J.P. Morgan & Chase Co.
  - First Union Bank
  - Credit Suisse First Boston Corp.
  - Dresdner Bank A.G.
  - Bank of Nova Scotia
  - ABN Amro Bank N.V.
  - Bank of New York
  - Northern Trust Bank
  - Wachovia Bank and Trust Company, N.A.
  - Hapoalim
  - Barclays Bank PLC
  - Citibank, N.A.
  - Commerzbank A.G.
  - Credit Lyonnais
  - HSBC/Marine Midland
  - Lloyds Bank, Dubai

Q. All Secured Lenders' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

R. All Substantial Unsecured Bondholders or Lenders

Chase Manhattan Bank  
First Union National Bank  
Dresdner Bank  
Northern Trust Bank  
Barclays Bank P.L.C.  
HSBC/Marine Midland  
ABN AMRO Bank N.V.  
Wachovia Bank and Trust Company  
Bank of America

S. All Substantial Unsecured Bondholders or Lenders Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

T. All Indenture Trustees

CEDE & Co.  
Deposit Guaranty Corp.

U. All Indenture Trustees' Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

V. Official Statutory Committee members (All Committees)

*Unsecured Creditors' Committee*

Zhagrus Environmental, Inc.  
The Bank of New York  
Bankers Trust Company  
Sealed Air Corporation  
ABN Amro Bank N.V.  
First Union National Bank  
J.P. Morgan Chase & Co.  
Bank of America, N.A.  
Wachovia Bank & Trust Co., N.A.

*Property Damage Committee*

Marco Barbenti  
Pacific Freeholds  
The Trustees of Princeton University  
The Prudential Insurance Company of America  
Anderson Memorial Hospital

Catholic Archdiocese of New Orleans  
Paul Price

*Bodily Injury Committee (Asbestos Personal Injury Committee)*

John J. Russell  
Thomas J. Jones  
John Smutko  
Jennette Parent, representative of estate of Thomas Parent  
Steven Jones, representative of estate of Barbara Ellen Hammack  
Royce N. Ryan  
Roberta Jeffrey, Esq., representative of estate of Frank Jeffrey  
Anthony Angiuli  
Beverly Maulden, representative of John Wesley Maulden  
Harvey Bair  
Nathan O. Philips, Jr.

*Equity Committee*

Peninsula Partners, LP  
Dimensional Fund Advisors  
Angus W. Mercer  
Raymond E. Smiley

W. Official Statutory Committees' Attorneys (for each Official Committee)

Stroock & Stroock & Lavan LLP (unsecured)  
Bilzin Sumberg Dunn Baena Price & Axelrod (PD)  
Caplin & Drysdale (PI)  
Campbell & Levine  
Kramer Levin Naftalis & Frankel LLP

X. Official Statutory Committees' Other Professionals (e.g. investment banker, financial advisor, real estate consultant, etc.) by each Official Committee

L. Tersigni Consulting P.C.  
Duane, Morris & Heckscher LLP  
Ferry & Joseph, P.A.

FTI Policano & Manzo  
Legal Analysis Systems, Inc.  
Conway, Del Genio, Gries, & Co. (local counsel PD Committee)  
Ashby & Geddes, P.A. (local counsel PI Committee)  
Klett Rooney Lieber & Schorling, P.C. (co-counsel to official committee of equity holders)

Y. Official Statutory Committees Members' Attorneys retained in connection with the Chapter 11 proceeding

*Creditor's Committee*

Walsh, Monzack, and Monaco  
Moses & Singer LLP  
Skadden, Arps, Slate, Meagher & Flom LLP  
Simpson Thatcher Bartlett  
The Bayard Firm  
Kilpatrick Stockton LLP

*Property Damage Committee*

Ness, Motley, Loadhold, Richardson & Poole  
McGarvey, Heberling, Sullivan & McGarvey PC  
Speight & Runyan  
Martin Dies, Esquire

*Personal Injury Committee*

Jacobs & Crumplar P.A.  
Kelley & Ferraro  
Cooney & Conway  
Ness, Motley, Loadhold, Richardson, & Poole  
Baron & Budd  
McGarvey, Heberling, Sullivan & McGarvey  
Kazan, McClain, Edises, Simon & Abrams  
Weitz & Luxenberg  
Silber Pearlman  
Goldberg, Persky, Jennings & White P.C.  
Robins, Cloud, Greenwood & Lubel LLP

Z. Attorneys to Committees

Cozen O'Connor and McKool Smith (Certification of counsel filed 1/10/02 - docket 1489) - Co-Special Counsel to PD Committee  
Stroock & Stroock & Lavan LLP  
Caplin & Drysdale, Chartered  
L. Tersigni Consulting P.C.  
FTI Policano & Manzo  
Duane, Morris & Heckscher LLP  
Bilzin Sumberg Dunn Baena Price & Axelrod LLP  
Ferry & Jospeh  
Asby & Geddes, P.A.  
Campbell & Levine, LLC  
Conway, Del Genio, Gries & Co.  
Kramer Levin Naftalis & Frankel LLP

Professor Elizabeth Warren  
Klett Rooney Liebert & Schorling, a Professional Corporation  
Hmilton, Rabinovitz & Alschuler, Inc.  
Hilsoft Notifications

- AA. Special Counsel to handle objections to ZAI claims  
Lukins & Annis, PS  
Lieff, Cabraser, Heimann & Bernstein, LLP  
Richardson, Patrick, Westbrook, Brickman  
Ness, Motley, Loadholt, Richardson & Pole  
McGarvey, Heberling, Sullivan & McGarvey, P.C.

- AB. Twenty Largest Unsecured Creditors (as of the date of filing)

The Chase Manhattan Bank  
The Depository Trust Company  
DEDE & Co.  
Los Angeles Unified School District  
Huntsman Corporation  
Zhagrus Environmental, Inc.  
DCP-Lohja Inc.  
PCS Nitrogen Fertilizer, L.P.  
Dupont Dow Elastomers  
Cass Logistics Temporary  
Union Carbide Corp  
Southern Ionics, Inc.  
BASF  
CNA Insurance  
Radian International  
Stone Packaging System  
Valeron Strength Films  
Ingersoll-Rand Fluid Products  
Delta Chemicals

- AC. Twenty Largest Unsecured Creditors Attorneys retained in connection with the Chapter 11 proceeding

To the best of Debtors knowledge, none have been retained.

- AD. Parties to the Debtors' Significant Executory Contracts and Leases

14901 North Scottsdale Road LLC / SM1/Southwestern Management, Inc.  
2700 Stemmons  
710, Inc.  
A. Copeland Enterprises  
A. Dong Oriental Grocery and Gift, Inc.  
Abnet Realty Co. (Wm. Langfan & Aaron Ziegelman) / B E Holding Corp.  
Accomplishments Through People, Inc.



AIP Properties  
Alexander Summer, Inc.  
Aliferis (UJ's Family Restaurant)  
Allstore Realty Group  
AMB Property, L.P.  
AMCAP/Denver Ltd. Partnership  
American Property Investors XI  
American United Life Insurance Co.  
APAC Teleservices, Inc.  
Appollo Cards, Inc.  
Arbor Vitae Company N.V.  
ASIC Alliance Corporation  
Associates Enterprises of Houston  
Atlas Corporation N.V.  
Autozone, Inc.  
Azteca Restaurants (El Torita-La Fiesta)  
B & N Enterprises  
Baltivest, N.V.  
Baronial Corporation, N.V.  
Barrand, Inc.  
Baydale, Inc. // AMFAC Merchandising Corp.  
Bell Canyon Investments Company N.V.  
Berch Corporation N.V.  
Besswell Corporation, N.V.  
Birchwood at Jericho Associates  
Bixby Ranch Company  
Blakenship Villas of Clovis, Inc.  
Boeing Court Partners  
Broadway Place I  
Bruce & Brent Speckert, Tracey Deatsch, Deborah Frostholtm  
Buccola Family trust  
Buen Dia Land Company N.V.  
Builders Emporium Corp.  
Builders Emporium (East), Inc.  
Byer Properties  
C & S, Inc.  
Cabernet Company, N.V.  
Caburan Land Company N.V.  
Campamar Land Company N.V.  
Caringello Investments II  
Carlisle Property Co.  
Carrow's  
Casa Bonita, Inc.  
Cassco Land Co., Inc.  
Cavil Properties, Inc.  
Cedar Square, A Texas General Partnership

CFS

Channel Home Centers  
Channel Home Centers Realty Corp.  
Channel Lumber Company  
Channel of Route 10  
Charger Land Company  
Chart Towne Partnership  
Chattanooga Food Systems, Inc.  
Chi Chi's, Inc.  
Child World, Inc.  
Citizens and Southern Bank of W. Georgia  
City Federal Savings & Loan Association  
City/County of San Francisco - Public Utilities Commission  
Clayton Dean  
Coco's  
Community Distributors, Inc.  
Craddock Diversified Enterprises  
Crested Butte Equities Co.  
D & B of Hollywood  
DAS Restaurants, Inc.  
Dave Christensen, Inc. (successor in-interest - Bellevue Hilton)  
Daylin, Inc.  
De Nada Restaurants, Inc.  
DELCO Development Co. of Gastonia / H. C. Associates  
DELCO Development Co. of Tyvola  
Delta Acquisitions, Ltd.  
Dr/Mrs Robert Schmit  
DT Propiedades  
Dunn International Corporation  
Dunn International of Georgia, Inc.  
El Torito  
El Toro Properties/Corp & Ludo and Gloria Bevilacqua  
Elaine Power Figures Salons, Inc.  
Eminent International Enterprises, Inc.  
Evelyn Art Gallery  
Fairlane Land Comapy, N.V.  
Fast Food Properties  
FBL Partners  
Fedi, Fedi, Jaworski & Santini  
FFCA/IIP  
Fidelity Syndications, Inc.  
First Harris Associates, Ltd.  
First National Bank of Bloomington  
Forshaw, Elizabeth  
Frank & Marianne Sorci  
Frederick J. and Pamela M. Axelberd

Freed Realty Company  
Freeport Center Associates  
Galahad Real Estate Corp.  
Gardner-Smith Associates / Broad River Mall Assoc., L.P. /Hitchner, Witt & Co.  
Garec Ltd. Partnership  
Gaston Health Care, Inc.  
Gene Biggh Properties  
General Mills  
Goodwill Industries fo Greater New York, Inc.  
Green Angel Investments Co., N.V.  
Green Pastures, Inc.  
Grupe - Squaw Valley Company Ltd.  
Handy City Division  
Harry & Elise Grimmer  
H-B, Inc.  
Heathcliff Investment Co., N.V.  
Herman's Sporting Goods, Inc.  
Hines Interest Limited Partnership  
Home Builders Emporium-NY  
Homer J. Rader  
HQ / Hechinger Property Company  
H-T Enterprises V  
Hugh M. Tarbutton  
Ingram Plaza Company  
International Protective Coating Corp. (successor to Pyrotec Industries, Inc.)  
Investcal Develop Co.  
Investcal Realty  
J & J Rentals  
J. E. Smith  
J.C. Food Corporation  
Jack Astor's Leasing  
James G., James H. Ayres and Mary Jane Ayres  
Jericho Restaurant Associates  
Jew, Anthony, MD  
John & Susan Youngson  
John H. Baker III  
John L. Stevenson  
Jojo's  
Joseph and Inez Foundation  
Joyce Alyn  
JP Fomey Jr, Trustee; Elinor L. Fomey; James B. Davis and R.C. Bennett,

Trustee

Keg Restaurants  
Keystone Realty Company  
Kravco Company; Lehigh Valley Associates  
Kwo-Tai Richard Sun & Ivy Hsiao-Ming Chen Sun

La Jolla Village Profesional Center Associates  
La Mesa Crossroads  
Lathamton Corporation  
La Salle National Bank - Trust #100609  
Laguna Hills Investment Company  
Lampeter Joint Venture (Basser and Kaufman)  
Larnet N.V.  
Leverett Corporation N.V.  
Lewis RE Trust, et al.  
Life Time Floors, Inc.  
Lismore Corporation N.V.  
Lister Properties Co.  
Listoville, N.V.  
Lynda Ward  
M.S.B. Properties  
M/M John Santopadre  
Malibu Land Company N.V.  
Mamiye Brothers  
Manor Developoment Co.  
Margaret & Mike Conrotto  
Mark Hankin and Hanmar Assoc. MLP.  
MARS, Inc.  
Marshall's of Milford, Connecticut., Inc.  
Marshall's of Waterbury, Connecticut., Inc.  
Marshall's of Wayne  
Marshall's, Inc.  
Martinvest, Inc. N.V.  
Mattatuck Plaza Associates (successor to Simon Konover)  
MCC Group Northglenn, LTD.  
MCC Group-Mesquite # Joint Venture  
McCutchin Brothers Joint Venture II  
Mercury Mall Associates  
Merlot Company N.V.  
MGSC Corp.  
Milford Associates  
Missouri Limited Partnership  
Mr. Beef Restaurants, Inc.  
Myers Corner Development Corporation  
New England Mutual Life Ins. Co.  
Ninfa's (Rodco, L.C.)  
NoHy  
Northern Hydraulics, Inc.  
Northwest Village Limited  
Olive Garden  
Ollie's Bargain Outlet, Inc.  
Orchard Supply Building Co.

Pacar, Inc.  
Pancho's Mexican Buffet  
Paragon Steakhouse Restaurants, Inc.  
Parkland Realty  
Paul Choi & Evelyn Youngrea Choi  
Peckman, Peter H. & Nancy M., c/o Investcal Realty Corp.  
Pennsylvania Ltd. Partnership  
Pepper Square Venture I  
Perrot N.V. and Lowell Corporation  
PFRS Dublin Corp.  
PH Associates  
Phoenix Concepts Corporation  
Pier 1 Imports  
Pike-Pal Associates  
Pinata, Inc.  
Plaza Camino Real  
Plus Foods Discount, Inc.  
Princessa Land Company, N.V.  
Principle Life Insurance Co.  
PRS Boyle Rd. Corp / Selden Center Associates / Net Realty Holding  
Quick Foods, Inc. dba Taco Villa  
Quivira 95 Company  
Quortrup Petroleum Products, Inc.  
Rhodes, Inc.  
Richard & Kathryn Rossman  
Richard L. Crawford and Geren Crawford Real Estate Investments  
Robert V. McKeen & Co.  
Robin Roach & Andrew P. Wieland  
RREEF USA Fund-III  
Russell J. & Milton F. & Joyce Bruzzone  
S. Klein Department Stores, Inc.  
S.A.H. Partnership  
Safari Realty Co., Inc.  
Safeway Stores, Inc.  
Safia, Inc.  
Savmart of New Jersey, Inc.  
Schantz, Schantz & Pernell  
Scott William Wood  
Serota & Sons  
Shapell Industries of No. California, Inc.  
Shepler's Inc.  
Sheplers of Texas  
Silver Shadow Land Company  
Snack, Inc.  
Soli Trust  
Sota Bento Land Company, N.V.

South Plainfield Holding, Inc.  
So. Pacific Dev. Co.  
Southern Pacific Development  
Southview Mexican Ltd. Partnership  
Springs Assoc, L.P.  
Springs Associates  
Stammel Corp.  
Stein Mart, Inc.  
Stephen Pontiac - Cadillac, Inc.  
Sterling Projects, Inc.  
Sylvor, Robert  
Tony Roma's a/k/a Romacorp, Inc.  
Taaz, L.L.C.  
Taco Del Sur, Inc.  
Taco Villa, Inc.  
Terrin Holding, Co.  
T/H Associates  
The Fabric Emporium  
The Great Atlantic and Pacific Tea Company  
The Lincoln National Life Insurance Co.  
The Lionel Corporation & Lionel Leisure, Inc.  
The Oaks % Key Center  
The Pep Boys - Manny, Moe & Jack  
The Price Company  
The Salvation Army  
The Snyder Living Trust  
The Voit Companies  
Theodore, Judith, Edward & Thelma Bradford  
Topps of Totowa  
Trammel Crow Co.  
Two Forty Associates  
Two Guys from Harrison -- New York., Inc.  
United Benefit Life Insurance Company  
Urban Village Partners  
Vess J. Barnes, Joyce A. Barnes, & Terry Smith as Trustees of Barnes Jewelry,  
Inc. Employees Profit Sharing Trust  
Village Parkway Venture  
Vincent & Rose Di Tommaso  
Vintage Faire Assocs  
Virginia Square Ltd.  
Volare Investments Co.  
Vornado, Inc.  
W. H. C. Realty Corp. (successor to Simon Konover)  
Wal-Mart Stores, Inc.  
Watson Land Company a/k/a Chomerics, Inc.  
Wayne Industries, Inc.

Weingarten Realty Investors  
Weingarten Realty, Inc.  
Wendy's  
West York Associates  
Westbar Limited Partnership  
Whataburger, Inc.  
Whittaker/Valey River Partners  
Who Songs & Larry's  
Wickes Companies, Inc.  
William K. Langfan and Aaron Ziegelman  
Winfield Group  
Wm. & Grace Garcia  
Woodfair Venture, Ltd.  
WRG Assoc. Four  
WRG Assoc. Seven  
WRG Assoc. Six  
WRG Associates Five  
WRG III, L.P.

- AE. Parties to the Debtors' Significant Executory Contracts and Leases Attorneys (retained in connection with the Chapter 11 proceeding)

To the best of the Debtors' knowledge, none have been retained.

- AF. Other Significant Parties-in-Interest (any party that has a substantial economic stake in the debtor; other parties-in-interest include parties in material litigation against The Debtor, public utility commissions of regulated entities, potential parties to M&A or asset transactions with the Debtor, etc.)

Issuers of the Debtors' Outstanding Surety Bonds:

American International Group, Inc.  
The Travelers Insurance Co.  
Fireman's Fund Insurance Co.  
The Hartford Financial Services Group, Inc.  
St. Paul Companies, Inc.

Letter of Credit Issuers:

ABN AMRO Bank N.V.  
Bank of America, N.A.  
Citibank, N.A.  
J.P. Morgan Chase & Co.  
Wachovia Bank & Trust Company, N.A.

- AG. Other Significant Parties-in-Interest Attorneys retained in connection with the Chapter 11 proceeding

To the best of the Debtors' knowledge, none have been retained.

**Appendix 2**  
**List of Potential Parties in Interest**

1. W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.)
2. Grace Ventures Corp.
3. Pachulski, Stang, Ziehl, Young, & Jones
4. Blackstone Group, L.P.
5. R. R. Donnelley & Sons Company
6. PriceWaterhouseCoopers LLP
7. William L. Baker
8. William M. Corcoran
9. Wachovia Bank Of North Carolina
10. William M Corcoran
11. Robert E. Anderson & Mary F Anderson
12. Richard J Schoofs
13. David Lawrence
14. The Chase Manhattan Bank (agent)
15. Bank of America, N.A.
16. J.P. Morgan & Chase Co.
17. Credit Suisse First Boston Corp.
18. Dresdner Bank A.G.
19. ABN Amro Bank N.V.
20. Bank of New York
21. Wachovia Bank and Trust Company, N.A.
22. Citibank, N.A.
23. Credit Lyonnais
24. HSBC/Marine Midland
25. Chase Manhattan Bank
26. Dresdner Bank
27. HSBC/Marine Midland
28. ABN AMR() Bank N.V.



29. Wachovia Bank and Trust Company
30. Bank of America
31. The Bank of New York
32. Bankers Trust Company
33. ABN Amro Bank N.V.
34. J.P. Morgan Chase & Co.
35. Bank of America, N.A.
36. Wachovia Bank & Trust Co., N.A.
37. The Prudential Insurance Company of America
38. Peninsula Partners, LP
39. FTI Policano & Manzo
40. Special Counsel to handle objections to ZAI claims
41. Lukins & Annis, PS
42. The Chase Manhattan Bank
43. Huntsman Corporation
44. Dupont Dow Elastomers
45. Radian International
46. AMB Property, L.P.
47. General Mills
48. Grupe - Squaw Valley Company Ltd.
49. Hines Interest Limited Partnership
50. MARS, Inc.
51. New England Mutual Life Ins. Co.
52. Orchard Supply Building Co.
53. The Pep Boys - Manny, Moe & Jack
54. The Price Company
55. Wal-Mart Stores, Inc.
56. Wickes Companies, Inc.
57. American International Group, Inc.
58. The Travelers Insurance Co.
59. The Hartford Financial Services Group, Inc.

- 60. St. Paul Companies, Inc.
- 61. ABN AMRO Bank N.V.
- 62. Bank of America, N.A.
- 63. Citibank, N.A.
- 64. J.P. Morgan Chase & Co.
- 65. Wachovia Bank & Trust Company, N.A.